

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (rdd)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

AFFIDAVIT OF SERVICE

I, Amber M. Cervený, being duly sworn according to law, deposes and says that I am employed by Kurtzman Carson Consultants, LLC, proposed claims and noticing agent for the Debtors in the above-captioned cases.

On October 20, 2005, I caused to be served, via overnight delivery the documents listed in Section 1 on the parties attached hereto as Exhibit A, via email the parties attached hereto as Exhibit B and via first class mail the parties attached hereto as Exhibit C:

Section 1

I. Order to Show Cause (Docket No. 477) [Attached hereto as Exhibit D]

II. Notice of Waiver (Docket No. 476) [Attached hereto as Exhibit E]

On October 20, 2005, I caused to be served, via overnight delivery the documents listed in Section 2 on the parties attached hereto as Exhibit F:

Section 2

III. Order to Show Cause (Docket No. 477) [Attached hereto as Exhibit D]

Dated: October 25, 2005

/s/ Amber M. Cervený

Amber M. Cervený

Sworn to and subscribed before
me on October 25, 2005

/s/ Evan J. Gershbein

Notary Public

My Commission Expires: 1/19/07

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Capital Research and Management Company	Michelle Robson	11100 Santa Monica Blvd	15th Fl	Los Angeles	CA	90025	US	310-996-6140			Creditor Committee Member
Cohen Weiss & Simon	Bruce Simon	330 W 42nd St		New York	NY	10036	US	212-563-0231	212-695-5436		
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Davis Polk & Wardwell	Donald Bernstein	450 Lexington Ave		New York	NY	10017	US	212-450-4592	212-450-3092		Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran Karen Craff	5725 Delphi Dr		Troy	MI	48098	US	248-813-2000	248-813-2670		Debtors
Electronic Data Systems Corp	Michael Nefkens	5505 Corporate Dr Msia		Troy	MI	48098	US	248-696-1729			Creditor Committee Member
Flextronics International Asia-Pacific Ltd c/c Flextronics International USA Inc	Paul W Anderson	2090 Fortune Dr		San Jose	CA	95131	US	408-428-1308			Creditor Committee Member
Freescale Semiconductor Inc	Richard Lee Chambers II	6501 William Cannon Dr West	Md Oe16	Austin	TX	78735	US	512-896-6357			Creditor Committee Member
FTI Consulting Inc	Randall S Eisenberg	3 Times Square		New York	NY	10036	US	212-247-1010	212-841-9350		Financial Advisors to Debtors
General Electric Company	Valerie Venable	One Plastics Ave		Pittsfield	MA	01201	US	704-992-5075			Creditor Committee Member
General Motors Corporation	John Devine	300 Renaissance Ctr	PO Box 300	Detroit	MI	48265	US	313-665-4898	517-272-3709		General Motors Corporation
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Internal Revenue Service	Attn: Insolvency Departmen	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	US	313-628-3648	313-628-3602		Michigan IRS
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JPMorgan Chase Bank NA	Clifford Trapani	Loan And Agency Services Group	1111 Fannin 10th F	Houston	TX	77002	US	713-750-7909	713-750-2948		Postpetition Administrative Agent
JPMorgan Chase Bank NA	Khuyen Ta	Agent Bank Services Group	1111 Fannin 10th F	Houston	TX	77002	US	713-750-3780	713-750-2938		Prepetition Administrative Agent
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United States Trustee	Alicia M Leonarc	33 Whitehall St	21st Fl	New York	NY	10004-2112	US	212-510-0500	212-668-2255		United States Trustee
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EXHIBIT B

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EXHIBIT C

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Burr & Forman LLP	Michael Leo Hal	420 North Twentieth Street	Suite 3100	Birmingham	AL	35203	US	205-458-5367	205-244-5651	Counsel to Mercedes-Benz U.S. International, Inc.
Carter Ledyard & Milburn LLP	Aaron R Cahn	2 Wall Street		New York	NY	10005	US	212-732-3200	212-732-3232	Counsel for STMicroelectronics, Inc.
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Genovese Joblove & Battista PA	Craig P Rieders Esq	100 SE 2nd Street	Suite 4400	Miami	FL	33131	US	305-349-2300	305-349-2310	Counsel for Ryder Integrated Logistics, Inc.
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Kirkpatrick & Lockhart Nicholson Graham LLP	Edward M Fox	599 Lexington Avenue		New York	NY	10022	US	212-536-3900		Counsel to Wilmington Trust Company, as indenture trustee
Linear Technology Corporation	John England Esq	1630 McCarthy Blvd		Milpitas	CA	95035-7417	US	408-432-1900	408-434-0507	Counsel to Linear Technology Corporation
Lord Bissel & Brook	Timothy W Brink	115 South LaSalle Street		Chicago	IL	60603	US	312-443-0700	312-443-0336	Counsel for Sedgwick Claims Management Services, Inc.
Lord Bissel & Brook	Timothy S McFadden	115 South LaSalle Street		Chicago	IL	60603	US	312-443-0700	312-443-0336	Counsel for Methode Electronics, Inc.
Lord Bissel & Brook LLP	Kevin J Walsh	885 Third Avenue	26th Floor	New York	NY	10022-4802	US	212-947-4700	212-947-1202	Counsel to Sedgwick Claims Management Services, Inc. and Methode Electronics, Inc.
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Michigan Department of Labor and Economic Growth Worker's Compensation Agency	David J Adler Jr Esq									
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	Joseph T Moldovan	909 Third Avenue		New York	NY	10022	US	212-735-8600		Counsel to Blue Cross and Blue Shield of Michigan
	Michael R Dal Lago									
Munsch Hardt Kopf & Harr PC	Raymond J Urbanik Esq Joseph J Wielebinski Esq and Davor Rukavina Esq	4000 Fountain Place	1445 Ross Avenue	Dallas	TX	75202-2790	US	214-855-7500	214-855-7584	Counsel for Texas Instruments Incorporated
QAD Inc	Jason Pickering Esq	10000 Midlantic Drive		Mt. Laurel	NJ	08054	US			Counsel to QAD, Inc.
Russell Reynolds Associates Inc	Charles E Boulbol PC	26 Broadway 17th Floor		New York	NY	10004	US	212-825-9457	212-825-9414	Counsel to Russell Reynolds Associates, Inc.
Stites & Harbison PLLC	W Robinson Bears Esq	400 West Market Street		Louisville	KY	40202	US	502-587-3400	502-587-6391	Counsel to WAKO Electronics (USA), Inc. and Ambrake Corporation
Thompson & Knight	Rhett G Cambell	333 Clay Street	Suite 3300	Houston	TX	77002	US	713-654-1871	713-654-1871	Counsel for STMicroelectronics, Inc.
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Weil Gotshal & Manges LLP	Jeffrey L Tanenbaum Esq	767 Fifth Avenue		New York	NY	10153	US	212-310-8530	212-310-8007	Counsel to General Motors Corporation
Weil Gotshal & Manges LLP	Steven M Cimalore Vice Presiden	767 Fifth Avenue		New York	NY	10153	US	212-310-8000	212-310-8007	Counsel to General Motors Corporation
Wilmington Trust Company		Rodney Square North	1100 North Market Street	Wilmington	DE	19890	US	302-636-6058		Vice President, Wilmington Trust Co

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re :
:
: Chapter 11
DELPHI CORPORATION, et al., :
:
: Case No. 05 – 44481 (RDD)
Debtors. :
: (Jointly Administered)
:
----- X

ORDER TO SHOW CAUSE

Upon the motion, dated October 8, 2005 (the "Motion"),¹ of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under sections 105, 363, 1107, and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), and Fed. R. Bankr. P. 6004 and 9019 authorizing the continuation of the Debtors' prepetition vendor rescue program and the payment of prepetition claims of financially-distressed sole source suppliers and vendors without enforceable contracts; and upon the order of this Court, entered October 13, 2005 (the "Order"), granting the relief requested in the Motion; and upon the Debtors' notice of waiver, dated October 20, 2005, with respect to Schmidt Technology GmbH ("Supplier"); and it appearing that proper and adequate notice of the Debtors' request for entry of this Order to Show Cause (the "Show Cause Order")

¹ Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Debtors have complied with the procedures provided in paragraph 8 of the Order in determining to waive the conditions for payment of a prepetition claim under the Essential Supplier Claims Cap (as defined in the Motion) with respect to Supplier and conditionally paying prepetition claims of Supplier, which payments in the amounts of €77,000.00 and €23,000.00 were received by Supplier on or after October 17, 2005.

2. Supplier is hereby ordered to show cause before this Court at a hearing to be held at **10:00 a.m. Prevailing Eastern Time on November 29, 2005** before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610, One Bowling Green, New York, New York 10004-1408 (the "Hearing") why the Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362 for willfully threatening to withhold essential goods from the Debtors under one or more contracts between the Debtors and Supplier, which action was automatically stayed by the Debtors' filing of voluntary petitions in this Court for reorganization relief under chapter 11 of the Bankruptcy Code.

3. Service of this Order to Show Cause is to be made by service upon (a) the Supplier, (b) the Office of the United States Trustee, (c) counsel for the official committee of unsecured creditors appointed in these cases pursuant to section 1102 of the Bankruptcy Code, (d) counsel for the agent under the Debtors' prepetition credit facility, and (e) counsel for the agent under Debtors' proposed postpetition credit facility. Notice served pursuant to the preceding sentence shall be via first class mail, postage prepaid. No further notice of the Hearing or of the entry of this Order to Show Cause need be served by the Debtors.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
October __, 2005

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT E

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

NOTICE OF WAIVER

PLEASE TAKE NOTICE that on October 8, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed the Motion For Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (the "Motion").

PLEASE TAKE FURTHER NOTICE that on October 13, 2005, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") entered an order granting the relief requested in the Motion (the "Order").

PLEASE TAKE FURTHER NOTICE that, pursuant to the authority granted to the Debtors pursuant to paragraph 8 of the Order, the Debtors have determined to waive the conditions for payment of a prepetition claim under the Essential Supplier Claims Cap (as defined in the Motion) with respect to Schmidt Technology GmbH ("Supplier") and conditionally paid prepetition claims of Supplier, which payments in the amounts of €77,000.00 and €23,000.00 were received by Supplier on or after October 17, 2005.

PLEASE TAKE FURTHER NOTICE that contemporaneously herewith the Debtors are filing a proposed Order to Show Cause requesting that the Bankruptcy Court order Supplier to appear before the Bankruptcy Court at a hearing to be held at **10:00 a.m. Prevailing Eastern Time on November 29, 2005** before the Honorable Robert D. Drain, United States Bankruptcy Judge, in the Bankruptcy Court, Courtroom 610, One Bowling Green, New York,

New York 10004-1408 (the "Hearing") and demonstrate why Supplier should not be held in violation of the automatic stay provisions of 11 U.S.C. § 362.

Dated: New York, New York
October 20, 2005

TOGUT SEGAL & SEGAL LLP

By: s/ Frank A. Oswald
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EXHIBIT F

Delphi Corporation
Special Party - Overnight Mail

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